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LONG SUCCESS INTERNATIONAL (HOLDINGS) LIMITED

百齡國際（控股）有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8017)

THIRD SUPPLEMENTAL PLACING AGREEMENT IN RELATION TO PLACING OF SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of the Long Success International (Holdings) Limited (the “Company”) dated 2 July 2014, 31 July 2014 and 27 August 2014 (the “Announcements”), in relation to the placing of the new shares under General Mandate. Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless otherwise stated.

THIRD SUPPLEMENTAL PLACING AGREEMENT

The Board announces that after arm’s length negotiations, pursuant to a third supplemental placing agreement (the “Third Supplemental Agreement”) dated 25 September 2014 entered into between the Placing Agent and the Company, the Placing Agent and the Company have agreed to supplement and amend the terms of the Placing Agreement as follows:

- (1) the number of the Placing Shares (i.e. 32,000,000) shall be revised to 67,000,000; and
- (2) the Long Stop Date (i.e. 30 September 2014) shall be revised to 31 October 2014.

Save as disclosed above, all the terms and conditions of the Placing Agreement remain unchanged and shall continue to be in full force and effect.

Number of Placing Shares

Pursuant to the Placing Agreement, the Supplemental Placing Agreement, the Second Supplemental Placing Agreement and the Third Supplemental Placing Agreement, 67,000,000 new Shares (the “New Placing Shares”) will be placed by the Placing Agent on a fully underwritten basis. Assuming the New Placing Shares are fully placed, the New Placing Shares represent approximately 4.56% of the existing issued share capital of the Company of 1,468,197,250 Shares as at the date of this announcement and approximately 4.36% of the Company’s entire issued share capital as enlarged by the Placing. The maximum aggregate nominal value of the New Placing Shares will be HK\$670,000.

General Mandate

The issue of the New Placing Shares will be made under the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 22 August 2014 to allot, issue and deal with up to 20% of the issued share capital of the Company as at the date of the annual general meeting, which is 1,468,197,250 Shares. The 67,000,000 New Placing Shares to be allotted and issued will utilise approximately 22.82% of the said general mandate. As such, no Shareholders' approval is required for the allotment and issue of the New Placing Shares.

As at the date of this announcement, no Shares have been issued pursuant to the said general mandate.

REASONS FOR ENTERING INTO THE THIRD SUPPLEMENTAL PLACING AGREEMENT AND USE OF PROCEEDS

The Company is incorporated in Bermuda with limited liability. The Group is principally engaged in the trading of wine and alcohol.

The Directors have considered various fund raising methods and believe that taking into account the prevailing market conditions, the Placing represents an opportunity for the Group to raise additional funds. In addition, the Placing will broaden the Company's shareholder base and strengthen its capital base and working capital position.

Assuming all the New Placing Shares are successfully placed by the Placing Agent, the gross proceeds from the Placing will be approximately HK\$30.8 million. The net proceeds (assuming the New Placing Shares are fully placed and after deducting the placing commission and all relevant expenses), will be approximately HK\$30.0 million, representing a net issue price of approximately HK\$0.448 per New Placing Share. The Company intends to apply the net proceeds for the Group's general working capital and business development.

Accordingly, the Directors (including the independent non-executive Directors) consider that the terms of the Placing Agreement (as supplemented by the Supplemental Placing Agreement, Second Supplemental Placing Agreement and Third Supplemental Agreement) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purpose only, the shareholding structure of the Company as at the date of this announcement and immediately after completion of the Placing are and will be as follows:—

	As at the date of this announcement		Immediately after the completion of Placing	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Mr. Kaneko Hiroshi (Note 1)	80,000,000	5.45	80,000,000	5.21
Public				
Places	-	-	67,000,000	4.36
Other public shareholders	1,388,197,250	94.55	1,388,197,250	90.43
Total	1,468,197,250	100.00	1,535,197,250	100.00

Note:

1. Mr. Kaneko Hiroshi is the chairman of the Company and an executive Director.

GENERAL

Shareholders and potential investors should note that completion of the Placing is subject to the fulfillment of conditions precedent under the Placing Agreement (as supplemented by the Supplemental Placing Agreement, Second Supplemental Placing Agreement and Third Supplemental Agreement). As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

SUSPENSION OF TRADING OF SHARES

As at the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 1:23 p.m. on Tuesday, 3 December 2013 and will remain suspended until further notice.

By Order of the Board
Long Success International (Holdings) Limited
Hui Ngai Hon, Edward
Director

Hong Kong, 25 September 2014

** For identification purpose only*

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Kaneko Hiroshi, Mr. Siu Chi Keung and Mr. Hui Ngai Hon, Edward; and three independent non-executive Directors, namely Mr. Yau Paul, Mr. Wong Ka Shing and Ms. Leung Shuk Lan.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain at www.hkgem.com on the ‘‘Latest Company Announcements’’ page of the GEM website for at least 7 days from the date of its posting and on the Company website at www.long-success.com.